

Exhibit B

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UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF NEW YORK

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In re	: Chapter 11
	:
DOWLING COLLEGE,	:
f/d/b/a DOWLING INSTITUTE,	: Case No. 16-75545 (REG)
f/d/b/a DOWLING COLLEGE ALUMNI	:
ASSOCIATION,	:
f/d/b/a CECOM,	:
a/k/a DOWLING COLLEGE, INC.,	:
	:
Debtor.	:
-----X	

**DECLARATION OF SEAN C. SOUTHARD IN SUPPORT OF *EX PARTE*
MOTION OF THE DEBTOR TO SHORTEN TIME WITH RESPECT TO
THE HEARING ON THE DEBTOR’S MOTION FOR AN ORDER
(I) CONFIRMING NCF CAPITAL LIMITED OR ITS DESIGNEE AS
SUCCESSFUL BIDDER PURSUANT TO BIDDING PROCEDURES ORDER
AND (II) AUTHORIZING DEBTOR TO ENTER INTO AND PERFORM UNDER
ASSET PURCHASE AGREEMENT WITH NCF CAPITAL LIMITED**

I, SEAN C. SOUTHARD, declare, pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am an attorney at law admitted to practice in the State of New York and the Bankruptcy Courts and District Courts for the Southern and Eastern Districts of New York. I am an equity partner at the firm of Klestadt Winters Jureller Southard & Stevens, LLP (“KWJS&S”), which maintains an office at 200 West 41st Street, 17th Floor, New York, NY 10036. I submit this

declaration (the “Declaration”) pursuant to Local Rule 9077-1 in support of the *Ex Parte Motion of the Debtor to Shorten Time with Respect to the Hearing on the Debtor’s Motion for an Order (I) Confirming NCF Capital Limited or its Designee as Successful Bidder Pursuant to Bidding Procedures Order and (II) Authorizing Debtor to Enter Into and Perform Under Asset Purchase Agreement with NCF Capital Limited Agreement* (the “Motion to Shorten Time”)¹.

2. All statements contained herein are based on personal knowledge or made upon information and belief.

The Need for Shortened Notice with Respect to the Supplemental Sale Motion

3. In the Motion to Shorten Time, Dowling College (the “Debtor”) is asking this Court to shorten the notice period with respect to the hearing to consider the *Debtor’s Motion for an Order (I) Confirming NCF Capital Limited or its Designee as Successful Bidder Pursuant to Bidding Procedures Order and (II) Authorizing Debtor to Enter Into and Perform Under Asset Purchase Agreement with NCF Capital Limited* (the “Supplemental Sale Motion”). There are critical reasons why the Debtor has sought the relief and why cause exists to grant the shortened notice period the Debtor has requested in the Motion to Shorten Time.

4. Significant business reasons support a timely sale of the Debtor’s Oakdale Campus. The Bidding Procedures Order includes explicit deadlines by which certain sale-related events have to occur. By order dated April 12, 2017, the Court approved the sale of the Oakdale Campus free and clear of all liens, claims, encumbrance and other interests to Princeton pursuant to the Princeton APA (the “Sale Order”) [DE 285]. As of the date hereof, the Princeton Sale has not closed because Princeton has been unable to raise the funds necessary to close. Pursuant to the Bidding Procedures, the bid submitted by NCF, as the Back Up Bidder, remains open and

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed them in the Motion to Shorten Time and Supplemental Sale Motion.

irrevocable until July 11, 2017.

5. As set forth in more detail in the Supplemental Sale Motion, the Debtor has determined in its business judgment, to terminate the Princeton APA and proceed with the NCF Sale pursuant to the NCF APA.

6. NCF, as the Backup Bidder, has acknowledged its rights and obligations under the NCF APA, including its obligation to close the NCF Sale, but has requested that the Debtor seek an order of the Court (i) establishing NCF as the Successful Bidder and (ii) authorizing the Debtor to enter into and perform under the NCF APA.

7. The Debtor believes that an expedited hearing to approve the Supplemental Sale Motion is necessary and appropriate because, among other things, NCF's rights and obligations under the NCF APA are open and irrevocable until July 11, 2017.

8. Therefore, the Debtor is requesting that the Court shorten the notice period with respect to the hearing to consider the Supplemental Sale Motion from twenty-one (21) days to approximately thirteen (13) days. The Debtor believes that this time frame will allow the Debtor to maximize the value of the Oakdale Campus for the benefit of all parties in interest.

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: June 23, 2017

/s/ Sean C. Southard

Sean C. Southard